

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

(State)

Case number (if known): _____

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Nine West Apparel Holdings LLC

2. All other names debtor used in the last 8 years N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 82-0833348

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1411 Broadway

Number Street

Number Street

P.O. Box

New York, New York 10018

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

New York County

County

Number Street

City State Zip Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor Nine West Apparel Holdings LLC
Name

Case number (if known) _____

7. Describe debtor's business**A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
4243 (Apparel, Piece Goods, and Notions Merchant Wholesaler)

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check One:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No
- ☐ Yes.

District	_____	When	_____	Case number	_____
			MM/DD/YYYY		
District	_____	When	_____	Case number	_____
			MM/DD/YYYY		

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

Debtor	<u>See Rider 1</u>	Relationship	<u>Affiliate</u>
District	<u>Southern District of New York</u>	When	<u>04/06/2018</u>
			MM / DD / YYYY
Case number, if known	_____		

List all cases. If more than 1, attach a separate list.

Debtor Nine West Apparel Holdings LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City

State

Zip Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Nine West Apparel Holdings LLC
Name

Case number (if known) _____

16. Estimated liabilities

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input checked="" type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/06/2018
MM/ DD / YYYY

X/s/ Ralph Schipani

Signature of authorized representative of debtor

Ralph Schipani

Printed name

Title Authorized Signatory**18. Signature of attorney****X**/s/ James A. Stempel

Signature of attorney for debtor

Date

04/06/2018

MM/ DD/YYYY

James A. Stempel

Printed name

Kirkland & Ellis LLP

Firm name

300 North LaSalle

Number

Street

Chicago

City

Illinois

State

60654

ZIP Code

(312) 862-2000

Contact phone

jstempel@kirkland.com

Email address

6201977

Bar number

Illinois

State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

(State)

Case number (if known): _____

Chapter 11

☐ Check if this is an
amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of New York for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Nine West Holdings, Inc.

- Nine West Holdings, Inc.
- Jasper Parent LLC
- Kasper Group LLC
- Kasper U.S. Blocker LLC
- Nine West Apparel Holdings LLC
- Nine West Development LLC
- Nine West Distribution LLC
- Nine West Jeanswear Holding LLC
- Nine West Management Service LLC
- One Jeanswear Group Inc.
- US KIC Top Hat LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
NINE WEST APPAREL HOLDINGS LLC,)	Case No. 18-_____()
)	
Debtor.)	
_____)	

LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Nine West Apparel Holdings LLC	One Jeanswear Group Inc.	1441 Broadway, New York, NY 10018	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
NINE WEST APPAREL HOLDINGS LLC,)	Case No. 18-_____()
)	
Debtor.)	
_____)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
One Jeanswear Group Inc.	100%

Fill in this information to identify the case:	
Debtor name	Nine West Holdings, Inc., et al.
United States Bankruptcy Court for the:	Southern District of New York
Case number (If known):	(State)

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
1	U.S. Bank National Association Attn: George Hogan Vice President C/O U.S. Bank Global Corporate Trust Services 225 Asylum Street, 23rd Floor Hartford, CT 06103 United States	George Hogan Email - George.Hogan@usbank.com Phone - 404-898-8832 Fax - 404-898-2467	8.25% Unsecured Notes Due 2019				\$446,332,901
2	Morgan Stanley Senior Funding, Inc. Attn: Gianpiero Di Vanna Director 1585 Broadway New York, NY 10036 United States	Gianpiero Di Vanna Email - Gian.Di.Vanna@morganstanley.com Phone - 443-627-4460 Fax - 212-507-6680	Unsecured Term Loan				\$305,099,461
3	U.S. Bank National Association Attn: George Hogan Vice President C/O U.S. Bank Global Corporate Trust Services 225 Asylum Street, 23rd Floor Hartford, CT 06103 United States	George Hogan Email - George.Hogan@usbank.com Phone - 404-898-8832 Fax - 404-898-2467	6.125% Unsecured Notes Due 2034				\$255,997,396
4	U.S. Bank National Association Attn: George Hogan Vice President C/O U.S. Bank Global Corporate Trust Services 225 Asylum Street, 23rd Floor Hartford, CT 06103 United States	George Hogan Email - George.Hogan@usbank.com Phone - 404-898-8832 Fax - 404-898-2467	6.875% Unsecured Notes Due 2019				\$29,580,485

¹ The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
5	Surefield Limited Attn: Edward Neiger Esq. c/o ASK LLP 151 West 46th Street, 4th Floor New York, NY 10036 United States	Edward Neiger Esq. Email - eneiger@askllp.com Phone - 212-267-7342 Fax - 212-918-3427	Trade				\$17,582,649
6	Stella International Holdings Limited Attn: Don Lee Chief Financial Officer Avenida De Marciano Baptista No 26- Centro Comercial Ching Fok B10 Macau	Don Lee Email - don.lee@stella.com.hk Phone - 852-29963688 Fax - 852-29561383	Trade				\$12,477,822
7	Pavilion Investment Ltd Attn: Michael Harari Chief Financial Officer 302 Fifth Ave., 14th Floor New York, N.Y. 10001	Michael Harari Email - michaelh@h-rplanning.com Phone - 85223349488 Fax - 85223634097	Trade				\$6,087,618
8	Wide Rise Limited Attn: Thomas Huang Owner Lishui Town Nanhai District Foshan 34-36 Au Pui Wan Street Shatim The Second The South Of Road Chisha Flat/Rm 11 Blk A 9/F Veristrong Guangdong, Foshan 528244 China	Thomas Huang Email - thomashuang@trendsettersi.com Phone - 0757-85629952	Trade				\$5,589,882
9	Hongkong Hing Wing Development Limited Attn: Ada Chen Shm2146 Rm1007 10/F, Ho King Ctr No 2-16, Fa Yuen St, Mongkok,Kl Hong Kong, Hong Kong	Ada Chen Email - Ada_Chen@trimaxapparel.com	Trade				\$5,271,482
10	Classic Fashion Apparel Industry Ltd Attn: K. S. Sanal Kumar Chairman & Managing Director Plot 2 Al Hassan Ind Estate Al Ramtha Irbid, 21467 Jordan	K. S. Sanal Kumar Email - sanal.kumar@cfaiteam.com Phone - 962 775 757 057 Fax - 962-2-7391368	Trade				\$5,040,066
11	Geodis USA Inc Attn: Robert Chin Quee Senior Vice President 440 McClellan Highway Suite 105L Boston, MA 02128 United States	Robert Chin Quee Email - robert.chinquee@geodis.com Phone - 516-616-2963	Trade				\$3,882,594
12	United Sourcenet Pte Ltd Attn: Ms. Monica Yoo 1 Maritime Square #09-19 Harbourfront Centre Singapore, 99253 Singapore	Ms. Monica Yoo Email - int@utdsn.com Phone - 65-6633-5051 Fax - 65-6258-4016	Trade				\$3,458,670

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
13	Standard Jeans Apparel Manufacturing Company Attn: Sanal Kumar Chairman & Managing Director Soof St Sector #26-Plot #214 Po Al Hassan Industrial Estate-Al-Ramt 21467 Jordan	Sanal Kumar Email - sanal.kumar@cfaiteam.com Phone - +962 (77) 575-7057 Fax - 962-27-391368	Trade				\$3,137,549
14	Hi Tech Textile LLC Attn: Ali Imran Director Plot #674 Ad-Dulayl Q.I.Z. Park P.O. Box 1495 Ad Dulayl, Jordan	Ali Imran Email - ali@hitech-textile.com Phone - 962-5-382-5320 / 5530 Fax - 962-5-382-5600	Trade				\$2,807,566
15	KVS Apparels LLC Attn: Prakash Managing Director 2039 N Las Palmas Ave #326 Los Angeles, CA 90068 United States	Prakash Email - prakash@kvsindustries.com Phone - +62-81-1873-561	Trade				\$2,362,423
16	Jiangsu Guotai Litan Enterprises Co Ltd Attn: Shen Wei Bin Managing Director Renmin Road 15-23F International Trade Center Zhangjiagang, 215600 China	Shen Wei Bin Email - swb@gtigtex.com Phone - +86 (139) 0156-2018 Fax - 86-512-58696012	Trade				\$2,319,262
17	Wah Lai Footwear Company Limited Attn: Ophelia Lam Business Manager Baiyun Industry Zone, Baiyunyi Road, Danshui Town, Huiyang District Huizhou, Guangdong 516211 China	Ophelia Lam Email - ophelialam@wahlaishoes.com Phone - 13502258328	Trade				\$2,318,598
18	Jiangsu GuoTai International Group GuoHua Corp., Ltd. Attn: Zhang Bin Chief Executive Officer 26F Tower A Guotai Finance Plaza Gangcheng Road Zhangjiagang, 215600 China	Zhang Bin Email - zhangbin@gtgh.com.cn Phone - 86-13706229669 Fax - 86-512-58988723	Trade				\$2,283,674
19	Gan Zhou Hua Jian International Foo Co Ltd Attn: Terry Ou Yang Assistant Manager Gannan Industrial Area, Huangjin Developing District, Ganzhou, Jiangxi Gan Zhou, 0797 341000 China	Terry Ou Yang Email - ouyangzhi@huajian.com Phone - 18566156317 Fax - 86-797-8376555	Trade				\$2,259,258

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
20	Fortune Global Sourcing Ltd Attn: Thomas Paccione Chief Financial Officer Unit 1618, 16th Floor Miramar Tower 132 Nathan Road Tsim Sha Tsui, KLN Hong Kong	Thomas Paccione Email - tpaccione@fortunefootwear.com Phone - 212-431-8400	Trade				\$2,130,640
21	Fusion Accessories Group Limited Attn: Sam Sum President 250 West 39th Street # 802 New York, NY 10018 United States	Sam Sum Email - sam.sum@fusionsories.com Phone - 852-2786-2688 212-391-2560 Fax - 852-2785-2691 212-391-2564	Trade				\$2,129,207
22	PT Sai Apparel Industries Attn: Vikash K. Dugar Director J1 Brigjend Sudiarto Km11 Jawa Tengah Semarang, 50194 Indonesia	Vikash K. Dugar Email - vikash@ptsai.com Phone - +62-88-1196-3465 Fax - (021) 65311344	Trade				\$2,045,441
23	D & A Apparel Trading (Pvt) Ltd Attn: Ranjith Fernando Director 362, Colombo, Peopiliyana Boralesgamuwa, 10290 Sri Lanka	Ranjith Fernando Email - ranjith@daya-group.com Phone - +94-77-769-9880 Fax - 94-11-5550367	Trade				\$1,958,321
24	Sichuan New Rise Imp & Exp Co., Ltd Attn: Mr. Berry Commercial manager No. 252 Feiyun Road, Chongzhou Economic Development Area, Chengdu, Sichuan, China Cehngdu, Sichuan 611230 China	Mr. Berry Email - berry@yaqili.net Phone - 028-82155939 Fax - 86 028 86645742	Trade				\$1,760,491
25	Top Silver Enterprises Ltd Attn: Jack Tang Owner No.8, Tinghe Road, Tingshan Village, Houjie Town, Dongguan City,Guangdong Province. Dongguan, Guangdong 523943 China	Jack Tang Email - topsilver_2008@188.com arthuryan@topsilver.cn.com Phone - 0769-38937916	Trade				\$1,758,472
26	JS International Macao Commercial Offshore Limited Attn: Phil Lee Chief Operating Officer 16/FI Flat A Praia Grande (Nam Van) Commercial Centreno 429 Praia Grande Rd Macao, 853 Macao	Phil Lee Email - phil.lee@uimax.com Phone - 853-2832-3590 Fax - 853-2832-3457	Trade				\$1,746,280

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
27	Dhruv Globals Ltd Attn: Shri Ram Goyal Director 14 Milestone Delhi-Mathura Road Faridabad, 121006 India	Shri Ram Goyal Email - sivadasan@dhruvglobals.com Phone - 91-0129-2256503 Fax - 91-0129-2275740	Trade				\$1,729,573
28	Lin Rui Trading Limited Attn: William Xie Owner c/o Foshan Nanhai Shine-way Leather Products CO., LTD NO.1 Changtun Road Nanyu, denggang Administration, Lishui Town, Nanhai District, Foshan City, Guang Dong Province, China	William Xie Email - william_xie@shinewaysshoes.com Phone - 18927757508 Fax - 0757-85608806	Trade				\$1,689,757
29	Namyang International Co Ltd Attn: Jinsoo Hong Chief Executive Officer 511 Young-Dong Road Room 2402 Korea World Trade Center Kangnam-Gu Seoul, 135-729 Korea	Jinsoo Hong Email - Hyemin Lee hm.lee@NAMYANG-INTL.COM Phone - 82-2-2191-3499 Fax - 82-2-551-6735	Trade				\$1,677,862
30	FTN Co Ltd Attn: Lee In-Kwon Chief Executive Officer 12 FI 41 Digital Ro 31 Gil Guro-Gu Seoul, Korea	Lee In-Kwon Email - ohet@forthenew.com Phone - 82-2-550-2800 82-2-550-2818 Fax - 82-2-550-2841	Trade				\$1,629,655
31	S.A.M. Apparels Private Limited Attn: Mukesh Sharma Director A1 Sector 64 Noida, 201307 India	Mukesh Sharma Email - maneesh@samoverseas.com Phone - 91-120-2406113 Fax - 91-120-4740750	Trade				\$1,617,518
32	Tristate Trading Limited Mco Attn: Margaret Chien Vice President 5/F., 66-72 Lei Muk Road Kwai Chung, Hong Kong	Margaret Chien Email - margaret_chien@tristateww.com Phone - 886-952197672 Fax - 853-719-160	Trade				\$1,596,928
33	Africa Apparels Epz Ltd Attn: P. S. Balasubramaniam Director Runyenjes Road Off Nanyuki Road Industrial Area Nairobi, 00100 Kenya	P. S. Balasubramaniam Email - balu@aaepz.com Phone - +254 736 790529 Fax - 254-20-556-155	Trade				\$1,463,912
34	Lakewill Silk & Garment Limite Attn: Lena Li Manager Unit 05-07,35/F Clifford Centre 778-784 Cheung Sha Wan Road Lai Chi Kok, Hong Kong	Lena Li Email - lena@lakewill.com Phone - 86-18913185050	Trade				\$1,409,573

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
35	St. Wonderful International Group Ltd Attn: Charlie Zhang 161-7 Des Voeux Rd Central Hk Trade Centre 7th Floor Kowloon, Hong Kong	Charlie Zhang Email - charlie@greatwall-g.com Phone - 86-13-920-285-886 Fax - 8622-28683389	Trade				\$1,350,321
36	Ivory Garments Factory LLC Attn: Rajesh Sachdeva Chief Executive Officer Building No. O, Plot No. 1326 Al Tajamouat Industrial Zone Sahab, Amman 11636 Jordan	Rajesh Sachdeva Email - rajesh@ivory.com.jo Phone - +962-79-752-270 Fax - 962-6-402-4805	Trade				\$1,346,379
37	Namlee International Co Ltd Attn: Nguyen Dieu Thuy Lien Western Subdivision, Phu Thai Industrial Park Phu Thai Town, Kim Thanh Dist Hai Duong, 34000 Vietnam	Nguyen Dieu Thuy Lien Email - aliena.namlee@gmail.com Phone - 646 236 5307 Fax - 843203560972	Trade				\$1,335,683
38	Yan Man International Co Ltd Attn: Debbiee Huang Roadtown Trustnet Chambers Po Box 3444 Tortola, 10688 US Virgin Islands	Debbiee Huang Email - debbie@dermagarments.com.tw Phone - 886-2-27735811 Fax - 886-2-27723911	Trade				\$1,318,340
39	Serena Holding Co Ltd Attn: Tina Lv General Manager 89 Longhe E.Road Shui kou town Huizhou, Guangdong 516055 China	Tina Lv Email - Tina@serena.com.cn; Phone - 0752-5757888 Fax - 86-752-5757999	Trade				\$1,311,376
40	Prestige Apparel Mfg Ltd Co Attn: Imran Haroon Managing Director Street 16 Block R Al Tajamouat Industrial City Saha Amman, 11636 Jordan	Imran Haroon Email - imranharoon@prestigeapparelmfg.com Phone - +962 (79) 673-5869 Fax - 962-06-4024573	Trade				\$1,305,344
41	Taizhou Tianli Garments Co Ltd Attn: Xiaoping "Joe" Zhou Managing Director 34 North Dongfeng Road Taizhou, 225300 China	Xiaoping "Joe" Zhou Email - joe@tianlifx.com Phone - +86-139-0143-3383	Trade				\$1,303,534
42	Jiangsu Guotai Int'L Group Guom Attn: Jane Chen Vice President 23/F Guotai Times Plaza Bldg A No 65 Renmin Rd Zhangjiagang, 215600 China	Jane Chen Email - jane@gtiggm.com Phone - 86-13962470158	Trade				\$1,268,635

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
43	Ark Asia Pacific Ltd Attn: Syed Asad Ali Director 6th Floor Unit 629 A Metro Centre I 21 Lam Hing Street Kowloon Bay, Hong Kong	Syed Asad Ali Email - asad@sterlingbd.com Phone - +880 (171) 156-7098 Fax - 81-798635520	Trade				\$1,266,160
44	New York Life Insurance Company Attn: Daniel Davitt Vice President 51 Madison Avenue New York, NY 10010 United States	Daniel Davitt Phone - (212) 576-7000	Lease Obligation				\$1,257,593
45	Maxking Holdings Limited Attn: Mandy Lam Director Unit A 15/F Resaon Group Tower 403-413 Castle Peak Rd Kwai Chung, Hong Kong	Mandy Lam Email - Mandy@lepaco.com Phone - +852-9727-6666 Fax - 2741 2212	Trade				\$1,238,946
46	Shandong Daiyin Import And Export Co., Ltd Attn: Frank Lee Director East Part Of Dongyue St Shandong Tai An, 271000 China	Frank Lee Email - frank@daiyin.com Phone - +86-139-5488-9639 Fax - 86-538-6118798	Trade				\$1,218,831
47	Macro Fortune Group Limited Attn: Monica Xia Financial Manager Industrial Street No.9,BaiHao 1st Industrial zone,HouJie Town 29#,Fuxin Business zone,Xinwu qiaotou,Houjie town Dongguan, Guangdong 523000 China	Monica Xia Email - Monica@hongyunshoes.com Phone - 0769- 89989510/85960001 Fax - 0769-85923339/85925558	Trade				\$1,203,193
48	Hong Kong Laiyu Trading Co Ltd Attn: Huang Zhihua Owner 1-17 building A-15 Block, Haibin Two Road, Huangbu Town, Huidong County Huizhou City Guangdong Province,China 8/F(8A) 8A,8/F,Richmond Commercial Building,109 Argyle Street, Mong Kok,Kowloon, Hong Kong Huizhou, Guangdong 516353 China	Huang Zhihua Email - Hexingda_Order@163.com Phone - 13927361687 Fax - 0752-8651616	Trade				\$1,199,248
49	Rajby Industries Attn: Rizwan Yasin Plot C-118,C119 Sector 31 Ext Mehran Twon K.I.A. Sindh Karachi, 74900 Pakistan	Rizwan Yasin Email - Export@Rajby.Com Phone - 92-021-1111491491 Fax - 92-021-5060142	Trade				\$1,124,831

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
50	Pension Benefit Guaranty Corporation Attn: Patricia Kelly Chief Financial Officer 1200 K Street NW Washington, DC 20005-4026 United States	Patricia Kelly Phone - 202-326-4110 Fax - 202-326-4114	Pension	Contingent, Unliquidated			Unliquidated

Fill in this information to identify the case and this filing:	
Debtor Name	Nine West Apparel Holdings LLC
United States Bankruptcy Court for the:	Southern District of New York
Case number (If known):	(State)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

04/06/2018
MM/ DD/YYYY

☒ /s/ **Ralph Schipani**

Signature of individual signing on behalf of debtor

Ralph Schipani

Printed name

Authorized Signatory

Position or relationship to debtor

Unanimous Written Consent of the Board of Directors in Lieu of a Meeting

April 5, 2018

Effective as of the date written above, the members of the board of directors, members of the board of managers, individual managers, sole managers, and sole members (collectively, the "Boards"), as applicable, of each entity set forth in Annex A attached hereto (each, a "Company" and collectively, the "Companies") **HEREBY CONSENT** to the taking of the following actions and **HEREBY ADOPT** the following resolutions by unanimous written consent (this "Written Consent") pursuant to each of such Company's bylaws or limited liability company agreement, as applicable, and the applicable laws of the jurisdiction in which such Company is organized:

CHAPTER 11 FILING

WHEREAS, the respective Board of each Company has considered presentations by the management and the financial and legal advisors of such Company regarding the liabilities and liquidity situation of such Company, the strategic alternatives available to them, and the effect of the foregoing on such Company's business; and

WHEREAS, the respective Board of each Company has consulted with the management and the financial and legal advisors of that Company and fully considered each of the strategic alternatives available to that Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the respective Board of each Company, it is desirable and in the best interests of each Company, its creditors, and other parties in interest, that the Company shall be, and hereby is, authorized to file or cause to be filed voluntary petitions for relief (each a "Chapter 11 Case" and collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"); and

RESOLVED, that the officers of each Company (collectively, the "Authorized Signatories"), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of each Company all motions, papers, documents, or other filings, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company's business.

RETENTION OF PROFESSIONALS

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, "Kirkland") as general bankruptcy counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations, including filing any pleadings; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm Lazard Frères & Co., LLC ("Lazard") as investment banker and financial advisor to, among other things, assist each Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by its Board, creditors, or other third parties, in each case, as requested by such Company, evaluating such Company's capital structure, responding to issues related to such Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of such Company's assets; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Lazard.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm Alvarez & Marsal North America, LLC ("A&M") to continue to provide an interim chief executive officer and additional personnel to, among other things, assist each Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by its Board, creditors, or other third parties, in each case as requested by such Company, evaluating such Company's capital structure, responding to issues related to such Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of such Company's assets; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements (including any amendments to A&M's previous engagement letter), pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of A&M.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Prime Clerk LLC ("Prime Clerk"), as notice, claims, and balloting agent and as administrative advisor to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay

appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Prime Clerk.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Munger, Tolles & Olson LLP ("MTO") as counsel to represent the independent directors; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of MTO.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Berkeley Research Group ("BRG") as financial advisor for the independent directors; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of BRG.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with each Company's Chapter 11 Case, with a view to the successful prosecution of each such case.

GENERAL

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon each Authorized Officer, each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's (or his designees' or delegates') judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that the respective Board of each Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company, or hereby waives any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the respective Board of each Company.

RESOLVED, that each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered to take all actions, or to not take any action in the name of each Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.


This Written Consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same Written Consent.

[signature page follows]

Annex A

COMPANY	JURISDICTION
Nine West Holdings, Inc.	DELAWARE
Jasper Parent LLC	DELAWARE
Nine West Development LLC	DELAWARE
Nine West Management Service LLC	DELAWARE
Nine West Distribution LLC	DELAWARE
Nine West Jeanswear Holding LLC	DELAWARE
One Jeanswear Group Inc.	NEW YORK
Nine West Apparel Holdings LLC	DELAWARE
US KIC Top Hat LLC	DELAWARE
Kasper U.S. Blocker LLC	DELAWARE
Kasper Group LLC	DELAWARE

NINE WEST HOLDINGS, INC., a Delaware
corporation

By: 
Name: Stefan Kaluzny
Title: Director

By: _____
Name: Peter Morrow
Title: Director

By: _____
Name: Harvey L. Tepner
Title: Director

By: _____
Name: Alan B. Miller
Title: Director

JASPER PARENT LLC, a Delaware limited
liability company

By: 
Name: Stefan Kaluzny
Title: Managing Director

By: _____
Name: Peter Morrow
Title: Managing Director

By: _____
Name: Harvey L. Tepner
Title: Managing Director

By: _____
Name: Alan B. Miller
Title: Managing Director

NINE WEST HOLDINGS, INC., a Delaware corporation

By: _____

Name: Stefan Kaluzny

Title: Director

By:  _____

Name: Peter Morrow

Title: Director

By: _____

Name: Harvey L. Tepner

Title: Director

By: _____

Name: Alan B. Miller

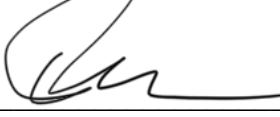
Title: Director

JASPER PARENT LLC, a Delaware limited liability company

By: _____

Name: Stefan Kaluzny

Title: Managing Director

By:  _____

Name: Peter Morrow

Title: Managing Director

By: _____

Name: Harvey L. Tepner

Title: Managing Director

By: _____


Name: Alan B. Miller

Title: Managing Director

NINE WEST HOLDINGS, INC., a Delaware
corporation

By: _____
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Title: Director

By: _____
Name: Peter Morrow
Title: Director


By:  _____
Name: Harvey L. Tepner
Title: Director

By: _____
Name: Alan B. Miller
Title: Director

JASPER PARENT LLC, a Delaware limited
liability company

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Title: Managing Director

By: _____
Name: Peter Morrow
Title: Managing Director

By:  _____
Name: Harvey L. Tepner
Title: Managing Director

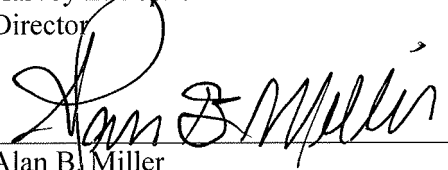
By: _____
Name: Alan B. Miller
Title: Managing Director

NINE WEST HOLDINGS, INC., a Delaware corporation

By: _____
Name: Stefan Kaluzny
Title: Director

By: _____
Name: Peter Morrow
Title: Director

By: _____
Name: Harvey L. Tepner
Title: Director

By: _____
Name: Alan B. Miller
Title: Director

JASPER PARENT LLC, a Delaware limited liability company

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Title: Managing Director


By: _____
Name: Peter Morrow
Title: Managing Director

By: _____
Name: Harvey L. Tepner
Title: Managing Director

By: _____
Name: Alan B. Miller
Title: Managing Director


NINE WEST DEVELOPMENT LLC, a
Delaware limited liability company

By: NINE WEST HOLDINGS, INC.
Its: Managing Member

By: 
Name: Ralph A. Schipani III
Title: President and Treasurer


**NINE WEST MANAGEMENT SERVICE
LLC**, a Delaware limited liability company

By: NINE WEST HOLDINGS, INC.
Its: Managing Member

By: 
Name: Ralph A. Schipani III
Title: President and Treasurer

NINE WEST DISTRIBUTION LLC, a
Delaware limited liability company

By: NINE WEST HOLDINGS, INC.
Its: Managing Member

By: 
Name: Ralph A. Schipani III
Title: President and Treasurer

**NINE WEST JEANSWEAR HOLDING
LLC**, a Delaware limited liability company

By: NINE WEST HOLDINGS, INC.
Its: Managing Member

By: 
Name: Ralph A. Schipani III
Title: President and Treasurer

ONE JEANSWEAR GROUP INC., a New
York corporation

By: _____
Name: Harvey L. Tepner
Title: Director

By: _____
Name: Alan B. Miller
Title: Director

NINE WEST APPAREL HOLDINGS LLC,
a Delaware limited liability company

By: NINE WEST HOLDINGS, INC.
Its: Managing Member


By: 
Name: Ralph A. Schipani III
Title: President and Treasurer

**NINE WEST JEANSWEAR HOLDING
LLC**, a Delaware limited liability company

By: NINE WEST HOLDINGS, INC.
Its: Managing Member

By: _____
Name: Ralph A. Schipani III
Title: President and Treasurer

ONE JEANSWEAR GROUP INC., a New
York corporation

By:  _____
Name: Harvey L. Tepner
Title: Director

By: _____
Name: Alan B. Miller
Title: Director

NINE WEST APPAREL HOLDINGS LLC,
a Delaware limited liability company

By: NINE WEST HOLDINGS, INC.
Its: Managing Member

By: _____
Name: Ralph A. Schipani III
Title: President and Treasurer

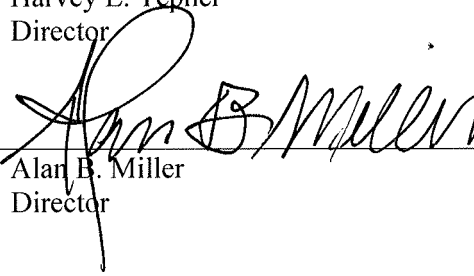
**NINE WEST JEANSWEAR HOLDING
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Title: Director

NINE WEST APPAREL HOLDINGS LLC,
a Delaware limited liability company

By: NINE WEST HOLDINGS, INC.
Its: Managing Member

By: _____
Name: Ralph A. Schipani III
Title: President and Treasurer

US KIC TOP HAT LLC, a Delaware limited liability company

By: NINE WEST APPAREL HOLDINGS LLC
Its: Managing Member

By: 

Name: Ralph A. Schipani III
Title: President and Treasurer

KASPER U.S. BLOCKER LLC, a Delaware limited liability company

By: US KIC TOP HAT LLC
Its: Managing Member

By: 

Name: Ralph A. Schipani III
Title: President and Treasurer

KASPER GROUP LLC, a Delaware limited liability company

By: KASPER U.S. BLOCKER LLC
Its: Managing Member

By: 

Name: Ralph A. Schipani III
Title: President and Treasurer